

Oddo David J
Form 3
March 08, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Oddo David J | | | (Month/Day/Year) | National CineMedia, Inc. [NCMI] | |
| (Last) | (First) | (Middle) | 03/01/2013 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O NATIONAL CINEMEDIA, INC.,Â 9100 E. NICHOLS AVE., SUITE 200 | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| CENTENNIAL,Â COÂ 80112-3405 | | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | | (give title below) (specify below) | |
| | | | | VP & Interim Co-CFO (PFO) | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 8,107 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|----------------------------|----------|---------------------------------------|-----|
| Employee stock option (right to buy) | Â (2) | 02/13/2017 | Common Stock | 3,000 | \$ 21 | D Â |
| Employee stock option (right to buy) | Â (3) | 04/29/2018 | Common Stock | 1,000 | \$ 19.49 | D Â |
| Employee stock option (right to buy) | Â (4) | 01/14/2020 | Common Stock | 3,728 | \$ 16.97 | D Â |
| Employee stock option (right to buy) | Â (5) | 01/13/2021 | Common Stock | 3,673 | \$ 18.37 | D Â |
| Employee stock option (right to buy) | Â (6) | 01/12/2022 | Common Stock | 1,632 | \$ 13.14 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Oddo David J C/O NATIONAL CINEMEDIA, INC. 9100 E. NICHOLS AVE., SUITE 200 CENTENNIAL,Â COÂ 80112-3405 | Â | Â | Â VP & Interim Co-CFO (PFO) | Â |

Signatures

/s/ Jennifer A. D'Alessandro, as attorney-in-fact 03/08/2013

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Includes (a) 607 unrestricted shares; (b) 1,224 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a three-year measuring period ending on December 26, 2013; (c) 1,632 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a three-year measuring period ending on January 1, 2014; (d) 816 shares of
- (1) restricted stock that will vest upon achievement of specified performance targets at the end of a two-year measuring period ending on December 26, 2013; (e) 2,871 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a three-year measuring period ending on December 31, 2015; and (f) 957 shares of restricted stock that vest in three equal annual installments beginning on January 15, 2014.
 - (2) The option vests in five equal annual installments beginning on February 13, 2008.
 - (3) The option vests in five equal annual installments beginning on April 29, 2009.
 - (4) The option vests in three equal annual installments beginning on January 14, 2011.
 - (5) The option vests in three equal annual installments beginning on January 13, 2012.
 - (6) The option vests in three equal annual installments beginning on January 12, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.